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## SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

February 15, 2010



Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated February 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease dated September 1, 2006 which was duly filed at the Surface Transportation Board on May 9, 2008 at 5:02 p.m. under primary Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018 USA

Lessee: Canadian National Railway Company  
935 de La Gauchetiere St. West  
Montreal, Quebec H3B 2M9  
Canada

The enclosed document is for ninety five (95) 4600 to 4780 cu. ft. covered hopper cars with FURX, NDYX, NOKL and PRAX marks (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Durfee", written over a horizontal line.

Marcia Durfee  
Senior Documentation Specialist  
Enclosures

(CN131)

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**MEMORANDUM OF LEASE TERMINATION – RIDER NO. 9 SURFACE TRANSPORTATION BOARD**

**THIS MEMORANDUM OF LEASE TERMINATION** (the "Memorandum") is made and entered into as of Feb 15, 2009 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

**WITNESSETH:**

**WHEREAS**, Lessor and Lessee entered into that certain Lease Agreement dated as of January 1, 2004 and Rider No. 9 dated September 1, 2006 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

**WHEREAS**, Lessor and Lessee entered into that certain Memorandum of Lease dated as of September 1, 2006, evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on May 12, 2008 at 9:41 a.m., and (ii) filed at the Surface Transportation Board on May 9, 2008 at 5:02 p.m. with primary recordation number 27252.

**WHEREAS**, the Lease between Lessor and Lessee has been terminated; and

**NOW, THEREFORE**, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board and Registrar General, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: Susan Barrie

Title: Regional Vice President, Sales

Signature: 

## EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Ninety five (95)

DESCRIPTION OF CARS: 4600 to 4780 cu. ft. covered hopper cars

CAR NUMBERS:

FURX	818693	NOKL	824693	NOKL	828267
FURX	818729	NOKL	824721	NOKL	828275
FURX	818738	NOKL	824740	NOKL	828283
FURX	823928	NOKL	827553	NOKL	828849
FURX	823932	NOKL	827615	NOKL	828874
FURX	823965	NOKL	827629	NOKL	828951
FURX	824047	NOKL	827635	NOKL	828954
FURX	824245	NOKL	827636	NOKL	829018
FURX	824305	NOKL	827639	NOKL	829045
FURX	824307	NOKL	827641	NOKL	829405
FURX	824658	NOKL	827652	NOKL	829463
FURX	825962	NOKL	827653	NOKL	829468
FURX	827591	NOKL	827655	NOKL	829480
FURX	828221*	NOKL	827665	NOKL	829552
FURX	828225	NOKL	827666	NOKL	829700
FURX	828803	NOKL	827668	NOKL	829809
FURX	829016	NOKL	827669	NOKL	829810
FURX	829022	NOKL	827673	NOKL	829813
FURX	829028	NOKL	827678	NOKL	829831
FURX	829407	NOKL	827682	NOKL	829833
FURX	829462	NOKL	827687	NOKL	829853
FURX	829465	NOKL	827688	NOKL	829860
FURX	829684	NOKL	827696	NOKL	829863
NDYX	828853	NOKL	827700	NOKL	829867
NOKL	823431	NOKL	828230	NOKL	830860
NOKL	823854	NOKL	828235	NOKL	831054
NOKL	823878	NOKL	828237	NOKL	831059
NOKL	824248	NOKL	828239	NOKL	831065
NOKL	824261	NOKL	828243	NOKL	832468
NOKL	824347	NOKL	828244	PRAX	818636
NOKL	824419	NOKL	828246	PRAX	825970
NOKL	824429	NOKL	828265		